

BEFORE THE
STATE OF TENNESSEE
REGULATORY AUTHORITY

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REGULATORY A

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OFFICE OF T
EXECUTIVE SEC

Petition for Authority to Transfer
Ownership and Control of
Communications Billing, Inc.

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Docket No.

99-00628

To the Authority:

PETITION FOR AUTHORITY TO TRANSFER OWNERSHIP AND CONTROL

Communications Billing, Inc. ("CBI") by its attorneys, hereby respectfully requests the Tennessee Regulatory Authority ("Authority") *immediately* approve the transfer of control of CBI from its current shareholders to Thomas M. Coughlin, Sr. and Philip A. Bethune (hereinafter collectively referred to as "Purchasers") through the sale of all issued and outstanding stock. CBI is currently certified to provide intrastate telecommunication services in Tennessee.¹ The Petitioner requests expedited treatment of this petition in order to permit the consummation of the transaction without undue delay.

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Communications Billing, Inc. was authorized by the Authority to provide intrastate telecommunications services as a reseller on February 16, 1998.

CK#
27219
\$25.00

THE PARTIES

1. Purchasers principal office is located at:

821 Westpoint Parkway
Suite 920
Westlake, OH 44145
2. CBI is currently authorized as a reseller of intrastate interexchange telecommunication services in 38 states. CBI's address is:

River Square Plaza
19645 Detroit Road #295
Rocky River, OH 44116
3. Questions about this application should be directed to Patrick D. Crocker:

Patrick D. Crocker
Early, Lennon, Peters & Crocker, P.C.
900 Comerica Building
Kalamazoo, MI 49007
(616) 381-8844
(616) 349-8525 (facsimile)

TRANSFER OF CONTROL

4. On August 5, 1999², CBI executed an Irrevocable Assignment of Stock and Power of Attorney Upon Conditions Met transferring all of the issued and outstanding capital stock to Thomas M. Coughlin, Sr. and Philip A. Bethune.
5. After the transfer of ownership and control, CBI will continue to operate as it has in the past, using the same name, tariff and operating authority. Thus, the transfer of control will be transparent to, and will have no adverse impact upon CBI's customers.

² This Agreement memorializes an agreement made March 1, 1999.

QUALIFICATIONS OF TRANSFEREE

6. CBI will continue to be led by a highly qualified team of management personnel with extensive backgrounds in telecommunications. Purchasers currently hold executive positions with Vista Group International, Inc. ("Vista"). Vista received authority to provide intrastate telecommunication services on July 9, 1997 in Case Number 97-1070.

PUBLIC INTEREST

7. The transfer of control of CBI from its current shareholders is in the public interest. The new shareholders will enhance CBI's ability to compete in the market for telecommunications services in Tennessee and elsewhere. The Petitioners will benefit from increased economies of scale that will permit them to operate more efficiently and thus to compete more effectively.

8. In addition, CBI will have access to the financial resources it needs to introduce new products and services and to respond to competition in the competitive telecommunications environment in Tennessee. Over time, consumers in Tennessee will benefit from a greater number of products and service options, as well as lower prices offered by the Petitioner.

WHEREFORE, CBI respectfully requests that the Authority *immediately* authorize the transfer and control of CBI from its current shareholders to Thomas M. Coughlin, Sr. and Philip A. Bethune so that the transaction may proceed without undue delay.

Respectfully submitted,

Communications Billing, Inc.

By: _____

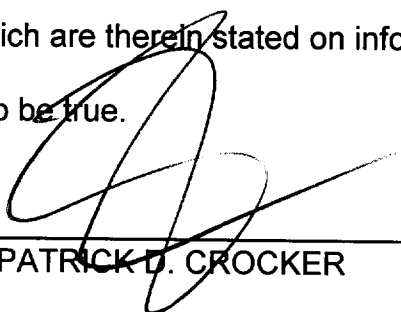
Patrick D. Crocker
EARLY, LENNON, PETERS & CROCKER, P.C.
900 Comerica Building
Kalamazoo, MI 49007-4762
(616) 381-8844
(616) 349-8525 (facsimile)

VERIFICATION

PATRICK D. CROCKER, attorney for Communications Billing, Inc. being duly sworn according to law, upon his oath deposes and says:

1. I am the regulatory attorney for Communications Billing, Inc. and am authorized to verify the foregoing application.

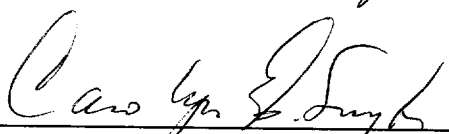
2. I have read the foregoing application, and the statements therein are true of my own knowledge, except to those matters which are therein stated on information and belief and, as to those matters, I believe them to be true.



PATRICK D. CROCKER

Sworn to and subscribed before me

this 24th day of August, 1999.



Notary Public: Carolyn E. Snyder
For the County of Kalamazoo
State of Michigan
My Commission Expires: June 14, 2001